

CHAPMAN AND CUTLER

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(801) 533-0066

August 29, 1996

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

20246
RECORDATION NO. _____ FILED 1425

AUG 28 1996 - 9 25 AM

20246 - ABC
RECORDATION NO. _____ FILED 1425

AUG 28 1996 - 9 25 AM

Re:

Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1996-B

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code three copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (UPRR 1996-B), dated August 29, 1996, between Dia Continent Ltd., as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (UPRR 1996-B), dated August 29, 1996, between the Lessor, as borrower (the "Borrower"), and Harris Trust and Savings Bank, as security trustee (the "Security Trustee").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (UPRR 1996-B), dated August 29, 1996, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (UPRR 1996-B), dated August 29, 1996, between the Lessor, as Borrower, and the Security Trustee;
- (3) Memorandum of Dollar Account Pledge Agreement (UPRR 1996-B), dated August 29, 1996, between Kreditanstalt für Wiederaufbau ("KfW"), as agent (the "Agent"), and the Lessor, as Borrower; and
- (4) Memorandum of Yen Assignment Agreement (UPRR 1996-B), dated August 29, 1996, between the Lessor, as assignor (the "Assignor"), and The Bank of Tokyo-Mitsubishi, Ltd., as assignee (the "Assignee").

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BOARD
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The primary documents to which Memorandum of Lease Supplement No. 1 (UPRR 1996-B) and Memorandum of Mortgage Supplement No. 1 (UPRR 1996-B) are connected are the Memorandum of Lease Agreement (UPRR 1996-B) and the Memorandum of Mortgage and Security Agreement (UPRR 1996-B), respectively, referred to above, which are being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee: Union Pacific Railroad Company
Eighth & Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Lessor: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Security Trustee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

Lessee: Union Pacific Railroad Company
Eighth & Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Lessor: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Law Offices of
CHAPMAN AND CUTLER

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Security Trustee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Agent: Kreditanstalt für Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main, Germany

MEMORANDUM OF YEN ASSIGNMENT AGREEMENT

Assignor: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104
Japan
Attention: General Manager, Project Development
Department

Assignee: The Bank of Tokyo-Mitsubishi, Ltd.
1251 Avenue of the Americas
New York, New York 10020-1104

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1, Memorandum of Mortgage Supplement No. 1, Memorandum of Dollar Account Pledge Agreement and the Memorandum of Yen Assignment Agreement is as set forth on Exhibit A hereto.

A fee of one hundred twenty-six dollars (\$126.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

CHAPMAN AND CUTLER

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (UPRR 1996-B) between Dia Continent Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated August 29, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (UPRR 1996-B) between Dia Continent Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated August 29, 1996, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the Schedule thereto.

(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (UPRR 1996-B) between Dia Continent Ltd., as Lessor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated August 29, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated August 29, 1996, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (UPRR 1996-B) between Dia Continent Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated August 29, 1996, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the Schedule thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated August 29, 1996, which is filed concurrently herewith.

CHAPMAN AND CUTLER

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (UPRR 1996-B) between Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany, and Dia Continent Ltd., as Borrower, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, dated August 29, 1996, relating to the grant by the Borrower to the Agent of a security interest in the Borrower's right, title and interest in and to the Dollar Account described in the Dollar Account Pledge Agreement, dated August 19, 1996, between the Agent and the Borrower.

(6) MEMORANDUM OF YEN ASSIGNMENT AGREEMENT:

Memorandum of Yen Assignment Agreement (UPRR 1996-B) between Dia Continent Ltd., as Assignor, 7-2 Yaesu 2-chome, Chuo-ku, Tokyo 104, Japan, Attention: General Manager, Project Development Department, and The Bank of Tokyo-Mitsubishi, Ltd., as Assignee, 1251 Avenue of the Americas, New York, New York 10020-1104, dated August 29, 1996, relating to the grant by the Assignor to the Assignee of all of the Assignor's right, title and interest in and to the Assigned Rights described in the Yen Assignment Agreement, dated August 29, 1996, between the Assignor and the Assignee.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/wp
Enclosures

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	14	7012, 7048 through 7060, inclusive
General Electric AC 6000 CW Diesel Electric Locomotives	6	7003 through 7008, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	5	8050 through 8054, inclusive

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

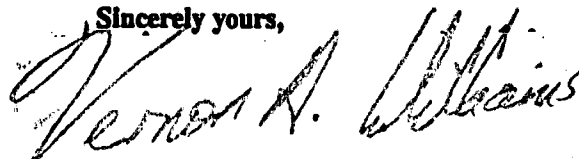
8/28/96

Karl T. Williams
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/28/96 at 9:25AM, 9:30AM, and 9:35AM assigned recordation number(s). 20246, 20246-A, 20246-B, 20246-C, 20246-D, 20246-E, 20246-F, 20246-G, 20247, 20247-A, 20247-B, 20247-C, 20247-D, 20247-E, 20247-F and 20247-G.

Sincerely yours,

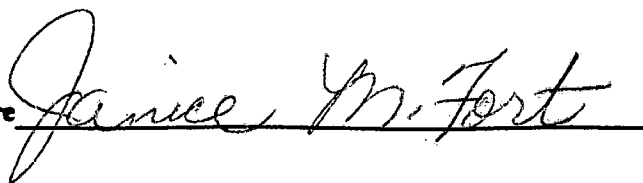


Vernon A. Williams
Secretary

Enclosure(s)

\$ 336.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 20246 FILED 1425
AUG 28 1996 9 25 AM

**MEMORANDUM OF LEASE AGREEMENT
(UPRR 1996-B)**

Memorandum of Lease Agreement, made and entered into on August 29, 1996 by and between Dia Continent Ltd., a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 1996-B), dated August 19, 1996, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DIA CONTINENT LTD.

By 

Name: Yoichi Hara
Title: Attorney-in-Fact

Executed on this 21st day of August, 1996.

UNION PACIFIC RAILROAD COMPANY

By _____

Name: John B. Larsen
Title: Assistant Treasurer

Executed on this ____ day of August, 1996.

**MEMORANDUM OF LEASE AGREEMENT
(UPRR 1996-B)**

Memorandum of Lease Agreement, made and entered into on August 29, 1996 by and between Dia Continent Ltd., a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 1996-B), dated August 19, 1996, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

DIA CONTINENT LTD.

By _____
Name:
Title: Attorney-in-Fact

Executed on this ____ day of August, 1996.

UNION PACIFIC RAILROAD COMPANY

By 
Name: John B. Larsen
Title: Assistant Treasurer

Executed on this 20th day of August, 1996.

STATE OF NEW YORK

COUNTY OF

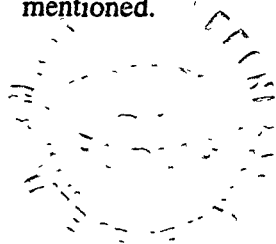
New York

)
) SS.:

Yoichi Hara

On this, the 21st day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of DIA CONTINENT LTD., that said instrument was signed on August 24, 1996 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: _____

Notary Public

My Commission Expires: _____

Residing in _____

MARIO O MORRONE
Notary Public, State of New York
No. 02MQ4811599
Qualified in Kings County
Commission Expires Oct. 31, 1996

STATE OF _____)

COUNTY OF _____)

) SS.:

On this, the _____ day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August __, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____

Notary Public

My Commission Expires: _____

Residing in _____

STATE OF NEW YORK)
) SS.:
COUNTY OF _____)

On this, the _____ day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the Attorney-in-Fact of DIA CONTINENT LTD., that said instrument was signed on August __, 1996 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Pennsylvania)
) SS.:
COUNTY OF Lehigh)

On this, the 20th day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August 20th, 1996 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Valerie A. Madea
Name: Valerie A. Madea
Notary Public
My Commission Expires: 10/10/98
Residing in Northampton, PA

Notarial Seal
Valerie A. Madea, Notary Public
Allen Twp, Northampton County
My Commission Expires Oct 10, 1998
Member, Pennsylvania Association of Notaries

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	14	7012, 7048 through 7060, inclusive
General Electric AC 6000 CW Diesel Electric Locomotives	6	7003 through 7008, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	5	8050 through 8054, inclusive